

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
	:	
ZEN JV, LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 25-11195 (JKS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	<b>Objection Deadline: Dec. 17, 2025 at 4:00 p.m. (ET)</b>
	:	
	:	<b>Hearing Date: Jan. 27, 2026 at 2:30 p.m. (ET)</b>
	:	
	X	

**SUMMARY OF FOURTH MONTHLY AND FINAL FEE APPLICATION  
OF LATHAM & WATKINS LLP FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED AS BANKRUPTCY COUNSEL TO THE DEBTORS FOR (I) THE  
MONTHLY PERIOD FROM OCTOBER 1, 2025 THROUGH OCTOBER 14, 2025 AND  
(II) THE FINAL PERIOD FROM JUNE 24, 2025 THROUGH OCTOBER 14, 2025**

Name of applicant	Latham & Watkins LLP (" <b><u>L&amp;W</u></b> ")
Authorized to provide professional services to:	Debtors and Debtors-in-Possession
Date of retention:	August 11, 2025, effective as of June 24, 2025
Monthly Fee Period <sup>2</sup> for which compensation and reimbursement are sought:	October 1, 2025 through October 14, 2025
Amount of monthly compensation sought as actual, reasonable, and necessary:	\$67,990.00
Amount of monthly expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Final Fee Period for which compensation and reimbursement are sought:	June 24, 2025 through October 14, 2025
Amount of final compensation sought as actual, reasonable, and necessary:	\$3,553,208.75 <sup>3</sup>

<sup>1</sup> The Debtors in these cases, along with the last four digits of each debtor's federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions, LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding, LLC (9339); and Military Advantage, LLC (9508). The Debtors' address is 200 N LaSalle Street #900, Chicago, IL 60601.

<sup>2</sup> Capitalized terms used but not defined in these summary materials have the meanings ascribed to them in the Application.

<sup>3</sup> The amount includes actual and estimated fees and expenses (the "**Estimated Fees and Expenses**") for services rendered by L&W from October 15, 2025 through and including the filing and prosecution of all final fee

Amount of final expense reimbursement sought as actual, reasonable, and necessary:	\$16,526.93
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This is a(n):   X   monthly    interim   X   final application

This application includes 3.6 hours with a value of \$2,931.00 incurred during the Monthly Fee Period in connection with the preparation of fee applications.

Prior Monthly Applications Filed:

Docket No.	Date Filed	Period Covered	Fees	Expenses	CNO Filed
313	08/25/2025	6/24/2025 – 7/31/2025	\$3,073,816.75	\$5,934.33	Docket No. 364 9/16/2025
359	09/12/2025	8/1/2025 – 8/31/2025	\$223,380.50	\$10,592.60	Docket No. 422 10/06/2025
465	10/15/2025	9/1/2025 – 9/30/2025	\$88,021.50	\$0.00	Docket No. 485 11/06/2025

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applications of the Debtors' professionals (the "**Estimated Period**"), in connection with (a) the preparation, filing, service and prosecution of this final fee application (this "**Application**") as well as the final fee applications of the Debtors' other professionals (collectively, with this Application, the "**Final Fee Applications**") and (b) the preparation for the final fee hearing with respect to the Final Fee Applications. The Estimated Fees and Expenses include combined L&W attorney and paralegal time up to \$100,000.00 in total fees and related expenses. The Estimated Fees and Expenses are, by their very terms, estimates, and thus are strictly without prejudice to L&W's rights to request payment for actual fees and expenses incurred during the Estimated Period, which may exceed such amounts.

**Summary Cover Sheet of Fourth Monthly and Final Fee Application**

Case Name: **ZEN JV, LLC, et al.**  
Case Number: **24-12794 (KBO)**  
Applicant's Name: **Latham & Watkins LLP**  
Date of Application: **November 26, 2025**  
Interim or Final: **Final**

Name of applicant	Latham & Watkins LLP
Name of client	Debtors and Debtors-in-Possession
Time period covered by the Monthly Fee Period	October 1, 2025 to October 14, 2025
Total compensation sought for the Monthly Fee Period	\$67,990.00
Total expenses sought for the Monthly Fee Period	\$0.00
Time period covered by the Final Fee Period	June 24, 2025 to October 14, 2025
Total compensation sought for the Final Fee Period	\$3,553,208.75 <sup>1</sup>
Total expenses sought for the Final Fee Period	\$16,526.93
Petition date	June 24, 2025
Retention date	August 11, 2025, effective as of June 24, 2025
Date of order approving employment	August 11, 2025 [Docket No. 297]
Total allowed compensation paid to date	\$3,367,614.45
Total allowed expenses paid to date	\$16,526.93
Blended attorney rate in the Monthly Fee Period	\$1,599.03
Blended timekeeper rate in the Monthly Fee Period	\$1,534.76
Blended rate in the Final Fee Period for all attorneys	\$1,603.36
Blended rate in the Final Fee Period for all timekeepers	\$1,591.27
Compensation sought and already paid pursuant to a monthly fee application but not yet allowed	\$0.00
Expenses sought and already paid pursuant to a monthly fee application but not yet allowed	\$0.00
Number of professionals included in the Final Fee Period	43
Number of professionals billing fewer than 15 hours during Final Fee Period	18
Number of professionals not included in budgets and staffing plans	0 <sup>2</sup>
Difference between fees budgeted and compensation sought for Final Fee Period	\$1,366,791.25 less than budgeted
Any rates higher than those approved or disclosed at retention?	No

<sup>1</sup> For the avoidance of doubt, this amount includes the Estimated Fees and Expenses for the Estimated Period.

<sup>2</sup> The staffing plan only accounts for professionals expected to bill at least 50 hours to these chapter 11 cases. Of the 43 professionals who billed time to these chapter 11 cases, 12 billed 50 or more hours.

**MONTHLY COMPENSATION BY PROFESSIONAL  
OCTOBER 1, 2025 THROUGH OCTOBER 14, 2025**

<b>Name of Professional</b>	<b>Position; Date of Hire; Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Arthur, Candace M.	Partner. Joined firm in 2024. Member of New York Bar since 2010. Member of Restructuring Department.	\$1,695.19 <sup>2</sup>	11.60	\$19,064.50
Lim, Christopher W.	Associate. Joined firm in 2017. England and Wales (Solicitor), 2019. Member of California Bar since 2021. Member of Corporate Department.	\$1,635.00	24.10	\$39,403.50
Gordon, Jonathan	Associate. Joined firm in 2020. Member of Illinois Bar since 2018. Member of Restructuring Department.	\$1,635.00	3.20	\$5,232.00
Han, Alice	Associate. Joined firm in 2024. Member of California Bar since 2024.	\$975.00	2.40	\$2,340.00
Tarrant, Christopher M.	Senior Paralegal. Joined firm in 2022.	\$650.00	3.00	\$1,950.00

<b>Total</b>	<b>\$67,990.00</b>
<b>Total Hours</b>	<b>44.30</b>
<b>Blended Rate</b>	<b>\$1,534.76</b>

<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

<sup>2</sup> Blended rate includes non-working travel time billed at 50% of the normal hourly rate and rates as indicated in Retention Application.

**FINAL COMPENSATION BY PROFESSIONAL**  
**JUNE 24, 2025 THROUGH OCTOBER 14, 2025**

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Kronsoble, Joseph M.	Partner. Joined firm in 1991. Member of Illinois Bar since 1991. Member of Tax Department.	\$2,650.00	3.6	\$9,540.00
Schrock, Ray C.	Partner. Joined firm in 2024. Member of Illinois Bar since 1998. Member of New York Bar since 2010. Member of Restructuring Department.	\$2,550.00	16.1	\$41,055.00
Murphy, Erin	Partner. Joined firm in 2020. Member of New York Bar since 2001. Member of California Bar since 2019. Member of Tax Department.	\$2,325.00	4.4	\$10,230.00
Jefcoat, Kyle R.	Partner. Joined firm in 2004. Member of New York Bar since 2000. Member of District of Columbia Bar since 2005. Member of Litigation Department.	\$2,195.00	2.8	\$6,146.00
Ollivierre, Scott C.	Partner. Joined firm in 2013. Member of New York Bar since 2010. Member of Finance Department.	\$2,095.00	28.3	\$59,288.50
Sorkin, Andrew	Partner. Joined firm in 2019. Member of New York Bar since 2008. Member of District of Columbia Bar since 2016. Member of Restructuring Department.	\$2,095.00	2.8	\$5,866.00
Walker, Jessica Diane E.	Partner. Joined firm in 2020. England and Wales (Solicitor), 2008. Member of Finance Department.	\$2,095.00	2.3	\$4,818.50
Chandrasekhar, Sandhya P.	Counsel. Joined firm in 1998. Member of Illinois Bar since 1990. Member of Tax Department.	\$2,070.00	2.3	\$4,761.00
Arthur, Candace M.	Partner. Joined firm in 2024. Member of New York Bar since 2010. Member of Restructuring Department.	\$2,038.60 <sup>2</sup>	196.9	\$400,983.00

<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

<sup>2</sup> Blended rate includes non-working travel time billed at 50% of the normal hourly rate and rates as indicated in Retention Application.

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Brubaker, Morgan E.	Partner. Joined firm in 2016. Member of District Of Columbia Bar since 2015. Member of Corporate Department.	\$1,980.00	64.0	\$126,720.00
Gardiner, Drew T.	Partner. Joined firm in 2004. Member of California Bar since 2004. Member of Litigation Department.	\$1,980.00	4.3	\$8,514.00
Brown, Robert W.	Partner. Joined firm in 2021. Member of New York Bar since 2013. Member of Texas Bar since 2018. Member of Corporate Department.	\$1,980.00	42.9	\$84,942.00
Kaplan, Binyomin	Counsel. Joined firm in 2022. Member of New York Bar since 2001. Member of Corporate Department	\$1,980.00	241.9	\$478,962.00
Quay, Richard R.	Counsel. Joined firm in 2022. Member of New York Bar since 2012. Member of Corporate Department.	\$1,980.00	6.7	\$13,266.00
Waller, Laura Marie D.	Counsel. Joined firm in 2020. Member of Illinois Bar since 2004. Member of Tax Department.	\$1,875.00	19.2	\$36,000.00
Clore, Ryan D.	Counsel. Joined firm in 2016. Member of Maryland Bar since 2016. Member of District of Columbia Bar since 2018. Member of Corporate Department.	\$1,635.00	40.2	\$65,727.00
Lim, Christopher W.	Associate. Joined firm in 2017. England and Wales (Solicitor), 2019. Member of California Bar since 2021. Member of Corporate Department.	\$1,635.00	349.4	\$571,269.00
Kutilek, Lukas	Associate. Joined firm in 2021. Member of New York Bar since 2019. Member of Tax Department.	\$1,635.00	4.2	\$6,867.00
Brunning, Alice E.	Associate. Joined firm in 2021. England and Wales (Solicitor), 2017. Member of Privacy and Cyber Department.	\$1,635.00	2.0	\$3,270.00

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Gordon, Jonathan	Associate. Joined firm in 2020. Member of Illinois Bar since 2018. Member of Restructuring Department.	\$1,577.26 <sup>3</sup>	271.3	\$427,634.25
Barkow, Joshua	Associate. Joined firm in 2022. Member of New York Bar since 2021. Member of Corporate Department.	\$1,560.00	49.4	\$77,064.00
Wang, Victor	Associate. Joined firm in 2024. Member of New York Bar since 2021. Member of Corporate Department.	\$1,560.00	44.4	\$69,264.00
Zhang, Jiaheng	Associate. Joined firm in 2025. Member of New York Bar since 2021. Member of Restructuring Department.	\$1,560.00	51.3	\$80,028.00
Russell, Benjamin A.	Associate. Joined firm in 2019. England and Wales (Solicitor), 2021. Member of Finance Department.	\$1,515.00	5.5	\$8,332.50
Waterman, Katherine	Associate. Joined firm in 2025. Member of New York Bar since 2022. Member of Finance Department.	\$1,465.00	14.2	\$20,803.00
Cobb, Stuart	Associate. Joined firm in 2025. Member of Texas Bar since 2021. Member of Corporate Department.	\$1,465.00	47.8	\$70,027.00
Hecht, Elliot W.	Associate. Joined firm in 2022. Member of District of Columbia Bar since 2022. Member of Litigation Department.	\$1,320.00	2.4	\$3,168.00
Lisner, Alexandra T.	Associate. Joined firm in 2022. Member of New York Bar since 2023. Member of Restructuring Department.	\$1,320.00	48.5	\$64,020.00
McKenzie, Robert A.	Associate. Joined firm in 2022. Member of New York Bar since 2024. Member of Restructuring Department.	\$1,320.00	19.1	\$25,212.00
Savelski, Julian	Associate. Joined firm in 2022. Member of California Bar since 2022. Member of Corporate Department.	\$1,320.00	82.7	\$109,164.00

<sup>3</sup> Blended rate includes non-working travel time billed at 50% of the normal hourly rate and rates as indicated in Retention Application.

<b>Name of Professional</b>	<b>Position of the Applicant; Year of Obtaining License to Practice; Date of Hire</b>	<b>Hourly Billing Rate<sup>1</sup></b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Gallucci, Mary A.	Associate. Joined firm in 2022. Member of New York Bar since 2023. Member of Corporate Department.	\$1,320.00	73.0	\$96,360.00
Hasan, Shoumick	Associate. Joined firm in 2025. Member of New York Bar since 2023. Member of Corporate Department.	\$1,320.00	109.0	\$143,880.00
Danilenko, Jennifer	Associate. Joined firm in 2023. Member of New York Bar since 2024. Member of Corporate Department.	\$1,145.00	32.6	\$37,327.00
Clevenger, Blake	Associate. Joined firm in 2023. Member of New York Bar since 2024. Member of Corporate Department.	\$1,145.00	66.3	\$75,913.50
Licari, Montana	Associate. Joined firm in 2025. Member of New York Bar since 2025. Member of Restructuring Department.	\$1,145.00	20.1	\$23,014.50
Li, Ruoyun	Associate. Joined firm in 2024. Member of New York Bar since 2025.	\$975.00	51.6	\$50,310.00
Shin, Joyce Youngseo	Associate. Joined firm in 2024. Member of New York Bar since 2025.	\$975.00	12.8	\$12,480.00
Han, Alice	Associate. Joined firm in 2024. Member of California Bar since 2024.	\$975.00	107.0	\$104,325.00
Tarrant, Christopher M.	Senior Paralegal. Joined firm in 2022.	\$650.00	16.4	\$10,660.00
Bajada-Bartlett, Jessica K.	Senior Paralegal. Joined firm in 2019.	\$605.00	2.6	\$1,573.00
Bond, Jennifer	Corporate Transaction Lawyer. Joined firm in 2022. England and Wales (Solicitor), 2010.	\$595.00	2.3	\$1,368.50
Lee, Mary K.	Corporate Transaction Lawyer. Joined firm in 2022. Member of Texas Bar since 2019.	\$595.00	2.4	\$1,428.00
Jaman, Ella Marie M.	Paralegal. Joined firm in 2022.	\$525.00	3.1	\$1,627.50

**Total** **\$3,453,208.75**  
**Total Hours** **2,170.10**  
**Blended Rate** **\$1,591.27**



**MONTHLY COMPENSATION BY PROJECT CATEGORY**  
**OCTOBER 1, 2025 THROUGH OCTOBER 14, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Disposition/Asset Sales	27.60	\$43,542.00
Employee Matters (including Benefits/Pensions)	0.50	\$817.50
Hearings	2.00	\$3,960.00
Non-Working Travel Time <sup>1</sup>	5.00	\$5,237.50
Plan and Disclosure Statement/Confirmation/Implementation/Plan Supplement	5.60	\$11,502.00
Retention/Fee Matters (L&W)	3.60	\$2,931.00
<b>TOTAL</b>	<b>44.30</b>	<b>\$67,990.00</b>

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<sup>1</sup> The fees associated with non-working travel are reduced by 50%.

**FINAL COMPENSATION BY PROJECT CATEGORY**  
**JUNE 24, 2025 THROUGH OCTOBER 14, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Asset Disposition/Asset Sales	1,597.80	\$2,501,606.50
Automatic Stay Issues/Motions for Relief From Stay	0.90	\$1,471.50
Business Operations/Strategic Planning	12.40	\$22,321.00
Case Administration (Docket, WIP and Calendar Updates)	9.20	\$12,245.00
Claims Administration and Objections	2.80	\$5,038.00
Corporate Governance and Board Matters	14.80	\$26,636.00
Creditors Committee Matters	10.60	\$18,773.50
Employee Matters (including Benefits/Pensions)	40.50	\$69,328.50
Financing and Cash Collateral	136.40	\$237,495.50
General Case Strategy (WIP Calls, Team and Client Calls)	19.80	\$33,469.50
Hearings	44.60	\$76,200.00
Insurance	5.70	\$10,803.00
International / Foreign Matters	10.40	\$17,540.00
Leases and Contracts	8.60	\$14,027.00
Litigation Matters	0.50	\$660.00
Meetings and Communications with Creditors	1.00	\$1,865.00
Non-Working Travel Time <sup>1</sup>	30.50	\$27,463.75
Plan and Disclosure Statement/Confirmation/Implementation/Plan Supplement	61.30	\$124,329.50
Regulatory Matters	81.30	\$134,319.50
Reports and Schedules	2.60	\$4,573.00
Retention/Fee Matters (L&W)	60.80	\$82,854.00
Retention/Fee Matters/Objections (Others)	8.50	\$13,276.50
Tax Matters	7.10	\$12,952.50
U.S. Trustee Matters	2.00	\$3,960.00
<b>TOTAL</b>	<b>2,170.10</b>	<b>\$3,453,208.75</b>

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<sup>1</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

**MONTHLY EXPENSE SUMMARY**  
**OCTOBER 1, 2025 THROUGH OCTOBER 14, 2025**

<b>Expense Category</b>	<b>Total Expenses</b>
N/A	N/A
<b>TOTAL</b>	<b>\$0.00</b>

**FINAL EXPENSE SUMMARY**  
**JUNE 24, 2025 THROUGH OCTOBER 14, 2025**

<b>Expense Category</b>	<b>Total Expenses</b>
Airfare	\$1,701.56
Ground Transportation - Local	\$2,177.99
Ground Transportation - Out-Of-Town	\$700.25
Laser Print	\$152.00
Lodging - Out of Town	\$1,396.41
Meal Services	\$3,177.38
Meals - Local	\$1,578.96
Meals - Out-of-Town	\$138.83
Other Database Research	\$38.30
Outside Services - Non-Attorney	\$212.50
Trainfare	\$412.00
Transcripts	\$4,840.75
<b>TOTAL</b>	<b>\$16,526.93</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
	:	
ZEN JV, LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 25-11195 (JKS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	<b>Objection Deadline: Dec. 17, 2025 at 4:00 p.m. (ET)</b>
	:	
	:	<b>Hearing Date: Jan. 27, 2026 at 2:30 p.m. (ET)</b>
	:	
	X	

**FOURTH MONTHLY AND FINAL FEE APPLICATION  
OF LATHAM & WATKINS LLP FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED AS BANKRUPTCY COUNSEL TO THE DEBTORS FOR (I) THE  
MONTHLY PERIOD FROM OCTOBER 1, 2025 THROUGH OCTOBER 14, 2025 AND  
(II) THE FINAL PERIOD FROM JUNE 24, 2025 THROUGH OCTOBER 14, 2025**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* [Docket No. 213] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**L&W**”) hereby files this *Fourth Monthly and Final Fee Application of Latham & Watkins LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Bankruptcy Counsel for (I) the Monthly Period From October 1, 2025 Through October 14, 2025 and (II) the Final Period From*

<sup>1</sup> The Debtors in these cases, along with the last four digits of each debtor’s federal tax identification number (to the extent applicable), are: Zen JV, LLC (0225); Monster Worldwide LLC (6555); FastWeb, LLC; Monster Government Solutions, LLC (5762); Camaro Acquisition, LLC; CareerBuilder, LLC (6495); CareerBuilder Government Solutions, LLC (6426); Luceo Solutions, LLC (4426); CareerBuilder France Holding, LLC (9339); and Military Advantage, LLC (9508). The Debtors’ address is 200 N LaSalle Street #900, Chicago, IL 60601.

*June 24, 2025 Through October 14, 2025* (this “**Application**”). By this Application, L&W seeks (a) a monthly allowance pursuant to the Interim Compensation Order with respect to the sum of \$67,990.00 as compensation and \$0.00 as reimbursement of actual and necessary expenses, for a total of \$67,990.00 for the period October 1, 2025 through and including October 14, 2025 (the “**Monthly Fee Period**”), and (b) a final allowance pursuant to the Interim Compensation Order and Confirmation Order with respect to the sum of \$3,553,208.75<sup>2</sup> as compensation and \$16,526.93 as reimbursement of actual and necessary expenses, for a total of \$3,469,735.68 for the period June 24, 2025 through and including October 14, 2025 (the “**Final Fee Period**”). In support of this Application, L&W respectfully represents as follows:

### **Background**

1. On June 24, 2025 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). On July 2, 2025, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”) [Docket No. 65]. The Chapter 11 Cases are being jointly administered solely for procedural purposes pursuant to Bankruptcy Rule 1015(b).

2. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Michael Suhajda, Chief Financial Officer, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 36], filed on June 26, 2026, which is fully incorporated herein by reference.<sup>3</sup>

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<sup>2</sup> For the avoidance of doubt, this amount includes the Estimated Fees and Expenses for the Estimated Period.

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

3. L&W was retained effective as of the Petition Date by this Court's Order, dated August 11, 2025 [Docket No. 297] (the "**Retention Order**"). The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

4. On July 31, 2025, following a competitive auction that nearly doubled the value of their stalking horse bids, the Debtors closed their three asset sales with BOLD Holdings, LLC [Docket No. 266], Iron Corp US Inc. [Docket No. 267], and Sherrill-Lubinski, LLC and Eti-Net Inc. [Docket No. 269] (the "**Sales**") for an aggregate purchase price of approximately \$69 million.

5. On September 4, 2025, the Court entered an order [Docket No. 335] conditionally approving, among other things, the adequacy of the information contained in the *Debtors' Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 325] (together with all exhibits and supplements thereto, the "**Disclosure Statement**"), procedures for soliciting votes to accept or reject the *Debtors' Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 325] (together with all exhibits and supplements thereto, the "**Plan**") and collectively with the Disclosure Statement, the "**Combined Plan and Disclosure Statement**"), and the deadline and procedures for filing objections to confirmation of the Plan.

6. On October 7, 2025, the Court entered its *Findings of Fact, Conclusions of Law and Order (I) Approving the Adequacy of the Debtors' Second Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation on a Final Basis and (II) Confirming the Debtors' Second Amended Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 429] (the "**Confirmation Order**").

7. On October 14, 2025, all conditions precedent to the Effective Date enumerated in Article XIV.A of the Combined Plan and Disclosure Statement were satisfied or waived in accordance with the Plan and the Effective Date of the Combined Plan and Disclosure Statement occurred. *See Notice of (A) Findings of Fact, Conclusions of Law and Order (I) Approving the Adequacy of the Debtors' Second Amended Combined Disclosure Statement and Joint Plan of Liquidation on a Final Basis and (II) Confirming the Debtors' Second Amended Combined Disclosure Statement and Joint Plan of Liquidation and (B) Effective Date* [Docket No. 458].

#### **Compensation Paid and Its Source**

8. All services for which compensation is requested by L&W were performed for or on behalf of the Debtors.

9. L&W has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application other than in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Court's orders.

10. Pursuant to Bankruptcy Rule 2016(b), L&W has not shared, nor has L&W agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of L&W, or (b) any compensation another person or party has received or may receive.

#### **Fee Statements**

11. The fee statement for the Monthly Fee Period is attached hereto as **Exhibit A**, showing the amount of \$67,990.00 due for fees. All other fee statements for the Final Fee Period were attached as **Exhibit A** to each of L&W's previously filed monthly fee applications.<sup>4</sup> These

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<sup>4</sup> See Docket Nos. 313, 359, and 465.



statements contain daily time logs describing the time spent by each attorney and paraprofessional for the Monthly Fee Period and the Final Fee Period.

#### **Actual and Necessary Expenses**

12. Summaries of the actual and necessary expenses and daily logs of expenses incurred by L&W during the Final Fee Period were attached as Exhibit B to each of L&W's previously filed monthly fee applications.<sup>5</sup> Pursuant to Local Rule 2016-1, L&W represents that it will charge for copying at a rate of \$0.10 per page. There is no charge for incoming or outgoing telecopier transmissions.

13. L&W believes the foregoing expense rates are the market rates that law firms charge clients for such services. In addition, L&W believes that such charges are in accordance with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

14. The actual, reasonable, and necessary services rendered by L&W during the Monthly and Final Fee Periods can be grouped into the categories set forth below. These categories are generally described below, with a more detailed description of the services provided set forth on the fee statements attached to each of L&W's monthly fee applications, including **Exhibit A** attached hereto.

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<sup>5</sup> See Docket Nos. 313, 359, and 465.

**A. Asset Disposition and Sale Process**

<b>Monthly Fee Period</b>	<b>Fees: \$43,542.00</b>	<b>Total Hours: 27.60</b>
<b>Final Fee Period</b>	<b>Fees: \$2,501,606.50</b>	<b>Total Hours: 1,597.80</b>

15. This category includes time spent by L&W attorneys and paraprofessionals in connection with the Debtors' sale process. Specifically, L&W attorneys spent time (a) drafting, reviewing, analyzing and negotiating sale-related documents, including (i) bid documents from and asset purchase agreements with the Debtors' twelve "qualified bidders," (ii) a proposed bidding procedures order, (iii) three proposed sale orders, and (iv) related notices; (b) communicating and negotiating with various stakeholders with respect to the sale process, including the Debtors' twelve "qualified bidders," the Debtors' DIP lender, and the Unsecured Creditors' Committee; (c) researching, analyzing, and providing advice regarding various issues related to the sale process; (d) coordinating with the Debtors' other professionals with respect to the sale process; (e) preparing for and conducting three auctions for all or substantially all of the Debtors' assets [*see* Docket No. 194]; and (f) executing, facilitating, and advising on the closing of the Debtors' three sales of substantially all their assets for approximately \$69 million of total consideration, which sales closed on July 31, 2025 [*see* Docket Nos. 266, 267, & 269].

**B. Automatic Stay Issues/Motions for Relief From Stay**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$1,471.50</b>	<b>Total Hours: 0.9</b>

16. This category includes time spent by L&W attorneys and paraprofessionals in connection with advising the Debtors regarding enforcement of the automatic stay against certain vendors threatening to refuse performance.

**C. Business Operations/Strategic Planning**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$22,321.00</b>	<b>Total Hours: 12.40</b>

17. This category includes time spent by L&W attorneys to maintain the Debtors' business operations with minimal disruptions during the Chapter 11 Cases. Specifically, L&W attorneys spent time responding to various operational issues, including analyzing and providing advice regarding the Debtors' cash management system, business operations, vendor contracts, and communications strategy.

**D. Case Administration (Docket, WIP and Calendar Updates)**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$12,245.00</b>	<b>Total Hours: 9.20</b>

18. This category includes services rendered in connection with, among other things, (a) coordinating with Debtors' co-bankruptcy counsel in connection with various logistical matters relating to progressing the administration of these Chapter 11 Cases and (b) coordinating the administration of these Chapter 11 Cases by developing timelines, task lists, comprehensive work-in-progress reports and other resources for the Debtors and the Debtor advisor teams.

**E. Claims Administration/Objections**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$5,038.00</b>	<b>Total Hours: 2.80</b>

19. This includes services rendered in connection with analyzing claims asserted by a vendor and the underlying documents related thereto.

**F. Corporate Governance and Board Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$26,636.00</b>	<b>Total Hours: 14.80</b>

20. This category includes time spent by L&W attorneys and paraprofessionals relating to corporate governance matters. Specifically, L&W attorneys spent time communicating with the Debtors' directors and officers regarding chapter 11 related matters, preparing and revising meeting minutes of the Debtors' Board and Strategic Transaction Committee, and preparing for, attending, and presenting at a meeting to update the Debtors' Board on these Chapter 11 Cases.

**G. Creditors Committee Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$18,773.50</b>	<b>Total Hours: 10.60</b>

21. This category includes time spent by L&W attorneys and paraprofessionals in connection with negotiations and discussions with the Creditors' Committee advisors, including (a) responding to diligence related inquiries, relevant case background and case timing considerations, (b) participating in meetings to discuss the Creditors' Committee's investigation of potential estate claims and causes of action, including related requests for document production, and (c) meetings to discuss other key matters related to these Chapter 11 Cases.

**H. Employee Matters (including Benefits/Pensions)**

<b>Monthly Fee Period</b>	<b>Fees: \$817.50</b>	<b>Total Hours: 0.5</b>
<b>Final Fee Period</b>	<b>Fees: \$69,328.50</b>	<b>Total Hours: 40.50</b>

22. This category includes time spent on matters relating to the Debtors' employee relations, including analyzing and providing advice regarding employee termination, benefits, and compensation.

**I. Financing**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$237,495.50</b>	<b>Total Hours: 136.40</b>

23. This category includes time spent on matters relating to the Debtors' use of cash collateral and debtor-in-possession financing, including, among other things: (a) drafting, negotiating, and revising the terms of the Debtors' debtor-in-possession financing facility, including the definitive financing term sheet; (b) drafting, negotiating, and revising the interim and final orders relating to the debtor-in-possession financing and use of cash collateral, among other things; (c) preparing for and participating in the hearings to consider entry of the interim and final debtor-in-possession financing orders; (d) negotiating with key stakeholders regarding the terms of financing including as it relates to budget/variance reporting obligations, milestones and other material components; and (e) conferring and corresponding with the Debtors and their other advisors concerning financing matters, including compliance with order requirements and strategy.

**J. General Case Strategy (WIP Calls, Team and Client Calls)**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$33,469.50</b>	<b>Total Hours: 19.80</b>

24. This category includes time spent by L&W attorneys and paraprofessionals preparing for and attending scheduled work-in-progress meetings among L&W professionals and

the Debtors' other advisors to analyze and address ongoing issues and workstreams in these Chapter 11 Cases.

**K. Hearings**

<b>Monthly Fee Period</b>	<b>Fees: \$3,960.00</b>	<b>Total Hours: 2.00</b>
<b>Final Fee Period</b>	<b>Fees: \$76,200.00</b>	<b>Total Hours: 44.60</b>

25. This category includes time spent on matters relating to the preparation for and participation in the Debtors' first-day hearing, bid procedures hearing, sale/DIP hearing, and confirmation hearing.

**L. Insurance**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$10,803.00</b>	<b>Total Hours: 5.70</b>

26. This category includes time spent on matters relating to the Debtors' insurance policies or coverage, including reviewing and analyzing operative policies and related documents and advising the Debtors regarding various insurance related topics.

**M. International / Foreign Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$17,540.00</b>	<b>Total Hours: 10.40</b>

27. This category includes time spent on matters relating to (a) the Debtors' relationships and intercompany transactions with their non-U.S. affiliates, and (b) the inter-related operations and workforce of such affiliates in connection with the Debtors' U.S. operations, the Debtors' U.S. sale efforts, these Chapter 11 Cases, and related issues.

**N. Leases and Contracts**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$14,027.00</b>	<b>Total Hours: 8.60</b>

28. This category includes time spent by L&W attorneys and paraprofessionals in connection with the analysis of executory contracts and unexpired leases, including the rejection of certain leases and the cure costs associated with the potential assumption of executory contracts.

**O. Litigation**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$660.00</b>	<b>Total Hours: 0.50</b>

29. This category includes time spent by L&W attorneys and paraprofessionals drafting a suggestion of bankruptcy to be filed in non-bankruptcy litigation matters.

**P. Meetings and Communications with Creditors**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$1,538.00</b>	<b>Total Hours: 0.80</b>

30. This category includes time spent by L&W attorneys and paraprofessionals discussing the status of these Chapter 11 Cases and related matters with creditors upon their request.

**Q. Non-Working Travel Time<sup>6</sup>**

<b>Monthly Fee Period</b>	<b>Fees: \$5,237.50</b>	<b>Total Hours: 5.00</b>
<b>Final Fee Period</b>	<b>Fees: \$27,463.75</b>	<b>Total Hours: 30.50</b>

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<sup>6</sup> All non-working travel time has been billed at 50% of the normal hourly rate.

31. This category includes all travel time not otherwise chargeable.

**A. Plan and Disclosure Statement / Confirmation / Implementation / Plan Supplement**

<b>Monthly Fee Period</b>	<b>Fees: \$11,502.00</b>	<b>Total Hours: 5.60</b>
<b>Final Fee Period</b>	<b>Fees: \$124,329.50</b>	<b>Total Hours: 61.30</b>

32. This category includes time spent by L&W attorneys and paraprofessionals in connection with the Debtors' chapter 11 plan, including (a) research regarding certain plan issues, (b) reviewing and revising the combined disclosure statement and plan, and (c) negotiating with various stakeholders in connection with plan treatment.

**R. Regulatory Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$134,319.50</b>	<b>Total Hours: 81.30</b>

33. This category includes time spent by L&W attorneys and paraprofessionals in connection with regulatory matters associated with the sales of the Debtors' assets, including with respect to CFIUS, FedRamp authorization, the transfer of consumer data, and discussions with the Court-appointed consumer privacy ombudsman.

**S. Reports and Schedules**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$4,573.00</b>	<b>Total Hours: 2.60</b>

34. This category includes time spent on matters relating to the preparation and review of the Debtors' schedules and statements, the review of a motion to extend the Debtors' deadline



to file Bankruptcy Rule 2015.3 reports, and the preparation for the Debtors' section 341 meeting with creditors.

**T. Retention/Fee Matters (L&W)**

<b>Monthly Fee Period</b>	<b>Fees: \$2,931.00</b>	<b>Total Hours: 3.60</b>
<b>Final Fee Period</b>	<b>Fees: \$82,854.00</b>	<b>Total Hours: 60.80</b>

35. This category includes all time spent on matters relating to the retention and compensation of professionals, including time spent (a) preparing L&W's application to be retained as counsel to the Debtors, as well as related declarations and budgets, (b) preparing Latham's monthly fee applications and reviewing time records for privilege and confidentiality considerations, and (c) preparing and updating a list of parties in interest in the Chapter 11 Cases.

**U. Retention/Fee Matters/Objections (Others)**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$13,276.50</b>	<b>Total Hours: 8.50</b>

36. This category includes time spent on matters relating to the retention and compensation of professionals other than L&W, including: (a) reviewing and commenting on a motion establishing procedures for interim compensation of professionals; (b) reviewing and revising the Debtors' engagement letter with certain of its other advisors; (c) addressing client inquiries related to the retention of professionals; and (d) analyzing other issues related to the retention of other advisors.

**V. Tax Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$12,952.50</b>	<b>Total Hours: 7.10</b>

37. This category includes all time spent on tax issues, including (a) the tax analysis of various sale proposals and documents, (b) the tax analysis of various financing matters, and (c) discussions regarding tax issues and tax filings.

**W. US Trustee Matters**

<b>Monthly Fee Period</b>	<b>Fees: \$0.00</b>	<b>Total Hours: 0.00</b>
<b>Final Fee Period</b>	<b>Fees: \$3,960.00</b>	<b>Total Hours: 2.00</b>

38. This category includes time spent on communications with the U.S. Trustee, including coordinating with the Debtors' co-bankruptcy counsel in connection with reviewing and responding to the U.S. Trustee's comments to various pleadings, key case events, various relief sought related to the administration of the chapter 11 cases, and participating on teleconferences regarding various matters involving the U.S. Trustee.

**Valuation of Services**

39. Attorneys and paraprofessionals of L&W have expended a total of 44.30 hours during the Monthly Fee Period, and 2,170.10 hours during the Final Fee Period on matters related to the Chapter 11 Cases. The hourly rates charged for these services are L&W's normal hourly rates for work of this character. The reasonable value of the services rendered by L&W to the Debtors during the Final Fee Period is \$3,453,208.75.

40. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by L&W are fair and reasonable given (a) the complexity of the Chapter 11 Cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title. Moreover, L&W has reviewed the requirements of Local Rule 2016-1 and believes that this Application complies with that Local Rule.

**Disclosures Pursuant to U.S. Trustee Guidelines**

41. Attached hereto as **Exhibit C** are L&W's customary and comparable compensation disclosures for the Final Fee Period.

42. Attached hereto as **Exhibit D** are L&W's budgets and staffing plans for the Final Fee Period.

43. Attached hereto as **Exhibit E** is a summary of fees and hours budgeted compared to fees and hours billed during the Final Fee Period.

44. Finally, attached hereto as **Exhibit G** is the certification of Candance M. Arthur in support of this Application, which includes responses to the six questions set forth in Section C.5 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases*, effective November 1, 2013 (the "**U.S. Trustee Guidelines**").

45. To the best of L&W's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the U.S. Trustee Guidelines, Local Rule 2016-1, and the Interim Compensation Order.

WHEREFORE, L&W respectfully requests (a) that a final allowance be made to L&W pursuant to the terms of the Interim Compensation Order and Confirmation Order with respect to the sums of \$3,553,208.75<sup>1</sup> as compensation and \$16,526.93 for reimbursement of actual and necessary expenses, for a total of \$3,569,735.68 for the Final Fee Period; and (b) that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: November 26, 2025  
New York, New York

Respectfully Submitted,

/s/ Candace M. Arthur

**LATHAM & WATKINS LLP**

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<sup>1</sup> For the avoidance of doubt, this amount includes the Estimated Fees and Expenses for the Estimated Period.